

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et al.</i> ,	:	Case No. 01-01139 (JKF)
	:	
<u>Debtors.</u>	:	Related Docket Nos. 26154, 26155, 26289

**NOTICE OF APPEAL FROM (I) MEMORANDUM OPINION REGARDING
OBJECTIONS TO CONFIRMATION OF FIRST AMENDED JOINT PLAN OF
REORGANIZATION AND RECOMMENDED SUPPLEMENTAL FINDINGS OF FACT
AND CONCLUSIONS OF LAW, DATED JANUARY 31, 2011 [D.I. 26154] (II)
RECOMMENDED FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER
REGARDING PLAN OF CONFIRMATION OF FIRST AMENDED JOINT PLAN OF
REORGANIZATION AS MODIFIED THROUGH DECEMBER 23, 2010, DATED
JANUARY 31, 2011 [D.I. 26155], AND (III) ORDER CLARIFYING
MEMORANDUM OPINION AND ORDER CONFIRMING JOINT PLAN AS
AMENDED THROUGH DECEMBER 23, 2010,
DATED FEBRUARY 15, 2011 [D.I. 26289]**

Government Employees Insurance Company and Republic Insurance Company n/k/a Starr Indemnity & Liability Company, by its undersigned counsel, appeals to the United States District Court for the District of Delaware from the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law (Fitzgerald, B.J., sitting by designation) dated January 31, 2011 [D.I. 26154] (the “Memorandum Opinion”), the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization As Modified Through December 23, 2010 (Fitzgerald, B.J., sitting by designation) dated January 31, 2011 [D.I. 26155] (the “Recommended Findings”), and Order Clarifying Memorandum Opinion And Order Confirming Joint Plan As Amended Through December 23, 2010, dated February 15, 2011 (the “Clarifying Order”) [D.I. 26289].

The parties to the Memorandum Opinion, the Recommended Findings and the Clarifying Order appealed from and the names and addresses of their respective attorneys of record are:

Party

W.R. Grace & Co., et al (Debtors)

Counsel

KIRKLAND & ELLIS LLP
John Donley
Adam Paul
300 North LaSalle
Chicago, IL 60654
312-862-2000

Deanna D. Boll
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

-and-

BAER HIGGINS FRUCHTMAN LLC
Janet S. Baer
111 East Wacker Drive, Suite 2800 Chicago,
IL 60601-4277
312-836-4022

-and-

PACHULSKI STANG ZIEHL & JONES LLP
Laura Davis Jones
James E. O'Neill
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705
(302) 652-4100

Official Committee of Equity Holders

SAUL EWING LLP
Teresa K.D. Currier
222 Delaware Avenue, Suite 1200
Wilmington, DE 19899
(302) 421-6800

-and-

KRAMER LEVIN NAFTALIS & FRANKEL
LLP
Philip Bentley
Douglas Mannal

1177 Avenue of the Americas
New York, NY 10036
(212) 715-9100

Official Committee of Asbestos Personal
Injury Claimants

CAMPBELL & LEVINE, LLC
Mark T. Hurford
800 N. King Street, Suite 300 Wilmington, DE
19801
302-426-1900

-and-

CAPLIN & DRYSDALE, CHARTERED
Elihu Inselbuch
375 Park Avenue, 35th Floor
New York, NY 10152-3500
212-319-7125

Peter Van N. Lockwood
Jeffrey A. Liesemer
One Thomas Circle
N.W. Washington, DC 20005
202-862-5000

David T. Austern, Asbestos PI Future
Claimants' Representative

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips
1200 North Broom Street
Wilmington, DE 19806
302-655-4200

-and-

ORRICK, HERRINGTON & SUTCLIFFE
LLP
Roger Frankel
Richard H. Wyron
1152 15th Street, NW
Washington, DC 20005
202-339-8400

Dated: March 18, 2011

/s/ David P. Primack

Warren T. Pratt (DE 4334)
David P. Primack (DE 4449)
Drinker Biddle & Reath LLP
1100 N. Market Street
Wilmington, DE 19801-1254
Tel. (302) 467-4200

- and -

Michael F. Brown (*pro hac vice*)
Drinker Biddle & Reath LLP
One Logan Square, Suite 2000
Philadelphia, PA 19103-6996
Tel. (215) 988-2700

*Counsel for Government Employees
Insurance Company and Republic
Insurance Company n/k/a Starr
Indemnity & Liability Company*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et al.</i> ,	:	Case No. 01-01139 (JKF)
	:	
_____ Debtors.	:	

CERTIFICATE OF SERVICE

I, David P. Primack, hereby certify that on the 18th day of March, 2011, copies of *Government Employees Insurance Company and Republic Insurance Company n/k/a Starr Indemnity & Liability Company's Notice of Appeal* were electronically filed on the CM/ECF system for the United States Bankruptcy Court for the District of Delaware, and thereby served on all registered parties. In addition, copies of the same were served by the manner indicated on all recipients identified on the attached Service List.

Dated: March 18, 2011

DRINKER BIDDLE & REATH LLP

/s/ David P. Primack
David P. Primack (DE 4449)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for Government Employees
Insurance Company and Republic Insurance
Company n/k/a Starr Indemnity & Liability
Company*

First Class Mail

(Counsel to Allstate Insurance Co.)
Stefano Calogero, Esquire
Andrew K. Craig, Esquire
Cuyler Burk, LLP
Parsippany Corporate Center
Four Century Drive
Parsippany, NJ 07054

First Class Mail

(Counsel to Allstate Insurance Company)
James S. Yoder, Esquire
White and Williams LLP
824 Market Street, Suite 902
Wilmington, DE 19899-0709

First Class Mail

(Counsel to American Premier
Underwriters, Inc.)
Matthew J. Siebbieda, Esquire
Benjamin G. Stonelake, Esquire
Scott E. Coburn, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103

First Class Mail

(Counsel to Anderson Memorial Hospital)
Christopher D. Loizides, Esquire
Loizides, P.A.
1225 King Street, Suite 800
Wilmington, DE 19801

First Class Mail

(Counsel to Anderson Memorial Hospital)
Daniel A. Speights, Esquire
Speights & Runyan
200 Jackson Avenue, East
P.O. Box 685
Hampton, SC 29924

First Class Mail

(Counsel to Arrowood Indemnity Co.)
Carl Pernicone, Esquire
Wilson Elser Moskowitz Edelman Dicker
150 East 42nd Street
New York, NY 10019-5639

First Class Mail

(Counsel to Arrowood Indemnity Co.)
Megan N. Harper, Esquire
Bifferato, Bifferato & Gentilotti
1308 Delaware Avenue
P.O. Box 2165
Wilmington, DE 19899

First Class Mail

(Counsel to Arrowood Indemnity Co.)
Tancred Schiavoni, Esquire
Brad Elias, Esquire
O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036

First Class Mail

(Counsel to Asbestos PD Committee)
Michael B. Joseph, Esquire
Theodore J. Tacconelli, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 1000
P.O. Box 1351
Wilmington, DE 19899

First Class Mail

(Counsel to Asbestos PD Committee)
Scott L. Baena, Esquire
Bilzin Sumberg Dunn Baena Price &
Axelrod LLP
First Union Financial Center
200 South Biscayne Blvd. Suite 2500
Miami, FL 33131

First Class Mail

(Counsel to Asbestos PI Committee)
Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered
375 Park Avenue, 35th Floor
New York, NY 10152

First Class Mail

(Counsel to Asbestos PI Committee)
Marla Eskin, Esquire
Mark Hurford, Esquire
Campbell & Levine, LLC
800 N. King Street, #300
Wilmington, DE 19801-3549

First Class Mail

(Counsel to Asbestos PI Committee)
Peter Van N. Lockwood, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle NW, Suite 1100
Washington, DC 20005

First Class Mail

(Counsel to Asbestos PI Committee)
Robert Horkovich, Esquire
Robert Chung, Esquire
Anderson Kill & Olick, P.C.
1251 Avenue of the Americas
New York, NY 10020-1182

First Class Mail

(Counsel to BNSF Railway Company)
Edward C. Toole, Jr., Esquire
Linda J. Casey, Esquire
Pepper Hamilton LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103

First Class Mail

(Counsel to BNSF Railway Company)
Evelyn J. Meltzer, Esquire
Pepper Hamilton LLP
Hercules Plaza, Suite 5100
1313 Market Street
P.O. Box 1709
Wilmington, DE 19899-1709

First Class Mail

(Counsel to Century Indemnity Company)
Curtis Crowther, Esquire
White and Williams LLP
824 North Market Street, Suite 902
P.O. Box 709
Wilmington, DE 19801

First Class Mail

(Counsel to Certain Underwriters at Lloyd's
London)
Thomas J. Quinn, Esquire
Mendes & Mount, LLP
750 Seventh Avenue
New York, NY 10019-6829

First Class Mail

(Counsel to CNA Financial Corporation)
Carmella P. Keener, Esquire
Rosenthal Monhait Gross & Goddess
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899-1070

First Class Mail

(Counsel to David T. Austern, Asbestos PI
Future Claimants' Representative)
John C. Phillips, Jr., Esquire
Phillips, Goldman & Spence, P.A.
1200 North Broom Street
Wilmington, DE 19806

First Class Mail

(Counsel to David T. Austern, Asbestos PI
Future Claimants' Representative)
Roger Frankel, Esquire
Richard H. Wyron, Esquire
Orrick, Herrington & Sutcliffe LLP
Columbia Center
1152 15th Street NW
Washington, DC 20005-1706

First Class Mail

(Counsel to Debtors)
David M Bernick, Esquire
Lisa Esayian, Esquire
Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654

First Class Mail

(Counsel to Debtors)
Janet S Baer, Esquire
The Law Offices of Janet S. Baer P.C.
70 W. Madison St., Suite 2100
Chicago, IL 60602

First Class Mail

(Counsel to Debtors)
Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young Jones
& Weintraub
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

First Class Mail

(Counsel to Equity Committee)
Philip Bentley, Esquire
Douglas H. Mannal, Esquire
David E. Blabey, Jr., Esquire
Kramer Levin Naftalis & Frankel
1177 Avenue of the Americas
New York, NY 10036

First Class Mail

(Counsel to Equity Committee)
Teresa K.D. Currier, Esquire
Saul Ewing LLP
222 Delaware Avenue
Wilmington DE 19801

First Class Mail

(Counsel to Everest Reinsurance Co. and
Mt. McKinley Insurance Co.)
Mark D. Plevin, Esquire
Leslie A. Epley, Esquire
Crowell & Moring LLP
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2595

First Class Mail

(Counsel to Everest Reinsurance Co. and
Mt. McKinley Insurance Co.)
Brian L. Kasprzak, Esquire
Marks, O'Neill, O'Brien and Courtney, P.C.
913 North Market Street, Suite 800
Wilmington, DE 19801

First Class Mail

(Counsel to Federal Insurance Company)
Jacob C. Cohn, Esquire
Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103

First Class Mail

(Counsel to Federal Insurance Company)
John T. Carroll, III, Esquire
Cozen O'Connor
1201 N. Market Street, Suite 1400
Wilmington, DE 19801

First Class Mail

(Counsel to Fireman's Fund Insurance Co.)
Leonard P. Goldberger, Esquire
Stevens & Lee, P.C.
1818 Market Street, 29th Floor
Philadelphia, PA 19103-1702

First Class Mail

(Counsel to Fresenius Medical Care Holdings, Inc.)
David S. Rosenbloom, Esquire
McDermott, Will & Emery
227 W. Monroe, Suite 4400
Chicago, IL 60606

First Class Mail

(Counsel to Fresenius Medical Care Holdings, Inc.)
William H. Sudell, Jr., Esquire
Derek C. Abbott, Esquire
Daniel B. Butz, Esquire
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street, 18th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347

First Class Mail

(Counsel to Garlock Sealing Technologies, LLC)
Brett D. Fallon, Esquire
Morris James LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306

First Class Mail

(Counsel to Garlock Sealing Technologies, LLC)
Garland Cassada, Esquire
Richard C. Worf, Esquire
Robinson, Bradshaw & Hinson
101 North Tryon Street, Suite 1900
Charlotte, NC 28246

First Class Mail

(Counsel to General Insurance Company of America)
Robert B. Millner, Esquire
Sonnenschein Nath & Rosenthal LLP
233 South Wacker Drive, Suite 7800
Chicago, IL 60606

First Class Mail

(Counsel to General Insurance Company of America)
Christopher E. Prince, Esquire
Sonnenschein Nath & Rosenthal LLP
601 South Figueroa Street, Suite 2500
Los Angeles, CA 90017

First Class Mail

(Counsel to General Insurance Company of America)
Frederick B. Rosner, Esquire
Messana, Rosner & Stern, LLP
1000 N. West Street, Suite 1200
Wilmington, DE 19801

First Class Mail

(Counsel to Kaneb Pipe Line Operating Partnership L.P.)
Kathleen M. Miller, Esquire
Etta R. Wolfe, Esquire
The Corporate Plaza
800 Delaware Avenue, 10th Floor
P.O. Box 410 (Courier 19801)
Wilmington, DE 19899

First Class Mail

(Counsel to Kaneb Pipe Line Operating Partnership L.P.)
Steve A. Pierce, Esquire
Fulbright & Jaworski LLP
300 Convent Street, Suite 2200
San Antonio, TX 78205-3792

First Class Mail

(Counsel to Libby Claimants)
Adam G. Landis, Esquire
Kerri K. Mumford, Esquire
Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, DE 19801

First Class Mail

(Counsel to Mark Hankin and HanMar Associates, Fireman's Fund Ins. Co.)
Thomas G. Whalen, Esquire
Stevens & Lee, P.C.
1105 North Market Street, 7th Floor
Wilmington, DE 19801

First Class Mail

(Counsel to Maryland Casualty)
Jeffrey C. Wisler, Esquire
Michelle McMahon, Esquire
Connolly Bove Lodge & Hutz LLP
1220 Market Street, 10th Floor
Wilmington, DE 19899

First Class Mail

(Counsel to National Union Fire Insurance Co. of Pittsburgh, PA)
Michael S. Davis, Esquire
Zeichner Ellman & Krause
575 Lexington Avenue, 10th Floor
New York, NY 10022

First Class Mail

(Counsel to Samson Hydrocarbons)
Greg A. Lowry, Esquire
Locke Lord Bissell & Liddell, LLP
2200 Ross Avenue, Suite 2200
Dallas, TX 75201

First Class Mail

(Counsel to Samson Hydrocarbons)
Rachel B. Mersky, Esquire
Monzack Mersky McLaughlin and Browder
1201 N. Orange Street, Suite 400
Wilmington, DE 19801

First Class Mail

(Counsel to Sealed Air Corporation)
J. Gregory St. Clair, Esquire
David M. Turetsky, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

First Class Mail

(Counsel to Sealed Air Corporation)
Mark S. Chehi, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

First Class Mail

(Counsel to The Scotts Company LLC)
Robert J. Sidman, Esquire
Tiffany Strelow Cobb, Esquire
Vorys Sater Seymour and Pease
52 East Gay Street
P.O. Box 1008
Columbus, OH 43215

First Class Mail

(Counsel to The Scotts Company LLC)
Robert J. Stearn, Jr., Esquire
Cory D. Kandestin, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

First Class Mail

(Counsel to the State of Montana)
Francis A. Monaco, Jr., Esquire
Kevin J. Mangan, Esquire
Matthew P. Ward, Esquire
Womble Carlyle Sandridge & Rice, PLLC
222 Delaware Avenue, Suite 1501
Wilmington, DE 19801

First Class Mail

(Counsel to Travelers Casualty and Surety)
Lynn K. Neuner, Esquire
Simpson, Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017-3954

First Class Mail

(Counsel to U.S. Fire Insurance Co.)
Harry Lee, Esquire
Steptoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

First Class Mail

(Counsel to U.S. Fire Insurance Company)
Ian Connor Bifferato, Esquire
Joseph K. Koury, Esquire
Bifferato, Gentilotti & Biden
1308 Delaware Avenue
P.O. Box 2165
Wilmington, DE 19899

First Class Mail

(Counsel to United States Trustee)
David Klauder, Esquire
844 King Street, Suite 2207
Wilmington, DE 19801

First Class Mail

(Counsel to Unsecured Creditors
Committee)
Lewis Kruger, Esquire
Kenneth Pasquale, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038

First Class Mail

(Counsel to Unsecured Creditors
Committee)
Michael R. Lastowski, Esquire
Richard W. Riley, Esquire
Duane, Morris & Heckscher LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246